

Joseph M. Pastore III, Esq. (JP-1717)  
 Dreier LLP  
 499 Park Ave  
 New York, New York 10022  
 (212) 328-6100

*Attorney for Defendants Kevin O'Hare and Jeffrey Koester*

UNITED STATES DISTRICT COURT  
 SOUTHERN DISTRICT OF NEW YORK

STOCKHOLDER REPRESENTATIVE COMMITTEE,  
 ON BEHALF OF CERTAIN FORMER STOCKHOLDERS  
 OF LIGHTSHIP HOLDING, INC.,

Plaintiff,

-v.-

ONE COMMUNICATIONS CORP., AS SUCCESSOR  
 IN INTEREST TO CTC COMMUNICATIONS GROUP, INC.,  
 Defendant,

-and-

MELLON INVESTOR SERVICES, LLC,

Nominal Defendant.

ONE COMMUNICATIONS CORP., AS SUCESSOR IN  
 INTEREST TO CTC COMMUNICATIONS GROUP, INC.  
 AND CTC COMMUNICATIONS ACQUISITION CORP.,

Third Party Plaintiff,

-v-

JP MORGAN SBIC LLC., SIXTY WALL STREET SBIC FUND,  
 L.P., THE MEGUNTICOOK FUND II, L.P., THE  
 MEGUNTICOOK SIDE FUND II, L.P., KEVIN O'HARE,  
 JEFFREY KOESTER, MELLON INVESTOR SERVICES, LLC.,  
 AS NOMINAL DEFENDANT AS ESCROW AGENT AND  
 VERIZON NEW ENGLAND, INC., AS DEFENDANT ON A:  
 DECLARATORY JUDGMENT CLAIM,

Third Party Defendants.

**CIVIL ACTION  
 No. 07 CIV 5440**

**NOVEMBER 9, 2007**

**MOTION TO  
 ADMIT COUNSEL  
 PRO HAC VICE**

PURSUANT TO RULE 1.3(c) of the Local Rules of the United States

District Court for the Southern and Eastern Districts of New York, I, Joseph M. Pastore

NOV 09 2007

40825-632346

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U.S. DISTRICT COURT

III, a member in good standing of the bar of this Court, hereby move for an Order allowing the admission *pro hac vice* of:

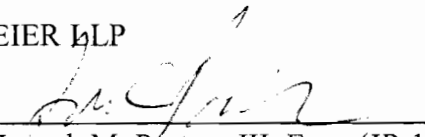
Sean T. Carnathan  
O'Conner, Carnathan and Mack LLC  
8 New England Executive Park, Suite 310  
Burlington, Massachusetts 01803  
Tel: (781) 359-9001  
Fax: (781) 359-9001  
scarnathan@ocmlaw.net

Mr. Carnathan is a member in good standing of the Bar of the Commonwealth of Massachusetts, County of Suffolk. There are no pending disciplinary proceedings against Mr. Mack in any State or Federal Court.

Dated: November 9, 2007  
New York, New York

Respectfully submitted,

DREIER LLP

By:   
Joseph M. Pastore III, Esq. (JP-1717)  
499 Park Avenue  
New York, New York 10022  
(212) 328-6100  
jpastore@dreierllp.com

\* \* \*

One Landmark Square, 20<sup>th</sup> Floor  
Stamford, Connecticut 06901  
(203) 425-9500

*Attorney for Defendants  
Kevin O'Hare and Jeffrey Koester*

**CERTIFICATE OF SERVICE**

I certify that on November 9, 2007 a copy of the foregoing Motion to Admit Counsel *Pro Hac Vice* was filed electronically. Notice of this filing will be sent by e-mail to all parties by operation of the Court's electronic filing system. Parties listed below may access this filing through the Court's system.

**Counsel for Plaintiff:**

Nicholas W. Lobenthal  
John Michael Teitler  
*Representing One Communications Corp.  
as successor in interest to CTC Communications Group, Inc.,  
and CTC Communications Acquisition Corp.*

**Teitler & Teitler**  
1114 Avenue of the Americas  
45th Floor  
New York, NY 10036  
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Mark D. Resnick  
*Representing One Communications Corp.  
as successor in interest to CTC Communications Group, Inc.,  
and CTC Communications Acquisition Corp.*

**The Resnick Law Group, P.C.**  
Old City Hall  
45 School Street  
Boston, MA 02108  
(617) 711-8383  
Fax: (508) 749-6031

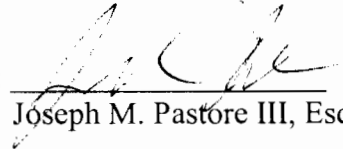
**Counsel for Defendants:**

Scott H. Angstreich  
Joseph Solomon Hall  
*Representing Verizon New England as defendants on a  
Declaratory Judgment Claim*  
**Kellogg, Huber, Hansen, Todd & Evans P.L.L.C. (DC)**  
1615 M Street, N.W., Suite 400  
Washington, DC 20036  
(202) 326-7983  
Fax: (202) 326-7999  
Email: sangstreich@khht.com  
Email: jhall@khhte.com

Paul E. Summit, Esq.  
**Sullivan & Worcester**  
One Post Office Square  
Boston, Massachusetts 02109  
*Attorneys for The Megunticook Fund II, L.P. and the  
Megunticook Side Fund II, L. P.*

Nicholas J. Panarella, Esq.  
**Kelley Drye & Warren LLP**  
101 Park Avenue  
New York, New York, 10178  
*Attorneys for Mellon Investor Services LLC*

Jayne S. Robinson, Esq.  
**Robinson & McDonald LLP**  
61 Broadway  
New York, New York 10006  
*Attorneys for J. P. Morgan SBIC LLC & Sixty Wall Street  
SBIC Fund, L.P.*

By:   
Joseph M. Pastore III, Esq.

Joseph M. Pastore III, Esq. (JP-1717)  
 Dreier LLP  
 499 Park Ave  
 New York, New York 10022  
 (212) 328-6100

*Attorney for Defendants Kevin O'Hare and Jeffery Koester*

UNITED STATES DISTRICT COURT  
 SOUTHERN DISTRICT OF NEW YORK

-----X  
 STOCKHOLDER REPRESENTATIVE COMMITTEE,  
 ON BEHALF OF CERTAIN FORMER STOCKHOLDERS  
 OF LIGHTSHIP HOLDING, INC.,

Plaintiff,

-v.-

ONE COMMUNICATIONS CORP., AS SUCCESSOR  
 IN INTEREST TO CTC COMMUNICATIONS GROUP, INC.,  
 Defendant,

-and-

MELLON INVESTOR SERVICES, LLC,

Nominal Defendant.

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 AND CTC COMMUNICATIONS ACQUISITION CORP.,

Third Party Plaintiff,

-v-

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 L.P., THE MEGUNTICOOK FUND II, L.P., THE  
 MEGUNTICOOK SIDE FUND II, L.P., KEVIN O'HARE,  
 JEFFREY KOESTER, MELLON INVESTOR SERVICES, LLC.,  
 AS NOMINAL DEFENDANT AS ESCROW AGENT AND  
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CIVIL ACTION  
 No. 07 CIV 5440

NOVEMBER 9, 2007

AFFIDAVIT OF  
 JOSEPH M. PASTORE  
 IN SUPPORT OF  
 MOTION TO  
 ADMIT COUNSEL  
 PRO HAC VICE

-----X  
 Joseph M. Pastore III, being duly sworn, hereby deposes and says as follows:


1. I am a Partner at the law firm of Dreier LLP, counsel for Defendants Kevin O'Hare and Jeffery Koester in the above captioned action. I am familiar with the proceedings in this case. I make this statement based on my personal knowledge of the facts set forth herein and in support of Defendant's motion to

admit Sean Terrance Carnathan as counsel *pro hac vice* to represent Defendants Kevin O'Hare and Jeffery Koester in this matter.

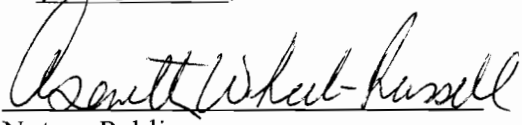
2. I am a member in good standing of the bar of the State of New York and was admitted to practice law on October 24, 2000. I am also admitted to the bar of the United States District Court for the Southern District of New York, and am in good standing with this Court.
3. I have known Sean Terrance Carnathan since 1970.
4. Sean Terrance Carnathan is an attorney at O'Connor, Carnathan and Mack LLC in Burlington, Massachusetts.
5. I have found Mr. Carnathan to be a skilled attorney and a person of integrity. He is experienced in Federal practice and is familiar with the Federal Rules of Procedure.
6. Accordingly, I am pleased to move the admission of Sean Terrance Carnathan, *pro hac vice*.
7. I respectfully submit a proposed order granting the admission of Sean Terrance Carnathan, *pro hac vice*, which is attached hereto as Exhibit A.

WHEREFORE, it is respectfully requested that the motion to admit Sean Terrance Carnathan, *pro hac vice*, to represent Defendant Kevin O'Hare and Jeffery Koester in the above-captioned matter, be granted.

Respectfully submitted,

  
\_\_\_\_\_  
Joseph M. Pastore III (JP-1717)

Sworn and subscribed to  
before me this 9<sup>th</sup> day  
of November, 2007

  
\_\_\_\_\_  
Notary Public

**ASENETH WHEELER - RUSSELL**  
Notary Public, State of New York  
No. 01WH6082028  
Qualified in Kings County  
Commission Expires May 12, 2011

## COMMONWEALTH OF MASSACHUSETTS

SUFFOLK, SS.

BE IT REMEMBERED, that at the Supreme Judicial Court holden at Boston within and for said County of Suffolk, on the fifteenth day of December A.D. 1997, said Court being the highest Court of Record in said Commonwealth:

Sean Terrance Carnathan

being found duly qualified in that behalf, and having taken and subscribed the oaths required by law, was admitted to practice as an Attorney, and, by virtue thereof, as a Counsellor at Law, in any of the Courts of the said Commonwealth: that said Attorney is at present a member of the Bar, and is in good standing according to the records of this Court\*.

In testimony whereof, I have hereunto set my hand and affixed the seal of said Court, this fifth day of November in the year of our Lord two thousand and seven.



  
MAURA S. DOYLE, Clerk

\* Records of private discipline, if any, such as a private reprimand imposed by the Board of Bar Overseers or by any court, are not covered by this certification.

Joseph M. Pastore III, Esq. (JP-1717)  
Dreier LLP  
499 Park Ave  
New York, New York 10022  
(212) 328-6100

*Attorney for Defendants Kevin O'Hare and Jeffrey Koester*

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

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DECLARATORY JUDGMENT CLAIM,

Third Party Defendants.  
-----X

CIVIL ACTION  
No. 07 CIV 5440

NOVEMBER 9, 2007

PROPOSED  
ORDER

Upon the Motion of Joseph M. Pastore III attorney for Defendants Kevin O' Hare  
and Jeffery Koester and said sponsor attorney's affidavit in support;

**IT IS HEREBY ORDERED** that

Sean Terrance Carnathan  
O'Connor, Carnathan and Mack LLC  
8 New England Executive Park, Suite 310  
Burlington, MA 01803  
Tel: (781) 359-9005  
Fax: (781) 359-9001  
scarnathan@ocmlaw.net

is admitted to practice *pro hac vice* as counsel for Defendants Kevin O'Hare and Jeffrey Koester in the above captioned case in the United States District Court for the Southern District of New York.

All attorneys appearing before this Court are subject to the Local Rules of this Court, including the Rules governing discipline of attorneys. If this action is assigned to the Electronic Case Filing (ECF) system, counsel shall immediately apply for an ECF password at [nysd.uscourts.gov](http://nysd.uscourts.gov). Counsel shall forward the *pro hac vice* fee to the Clerk of this Court.

Dated: \_\_\_\_\_

City, State: \_\_\_\_\_

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United States District/Magistrate Judge